

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS

_____)	
In re:)	
)	Chapter 11
NEW ENGLAND CONFECTIONERY)	Case No. 18-11217-MSH
COMPANY, INC.,)	
Debtor.)	
_____)	

COMPETING BID

Now comes kgbdeals Shopping, Inc., a Delaware Company, and, in accordance with this Court's Bidding Procedures Order [Docket # 131], hereby submits an Entireties Bid¹ of **\$13,961,900.19** for the Purchased Assets.

In compliance with the Bidding Procedures, kgbdeals Shopping, Inc. has delivered a cash deposit, via wire transfer, to counsel for the Seller equal to 5% of its Competing Bid.

Attached to this Competing Bid as Exhibit A is an Asset Purchase Agreement executed by kgbdeals Shopping, Inc. substantially the same form as the APA made upon terms substantially similar to those set forth in the APA. Attached hereto as Exhibit B is a redlined version of the APA reflecting kgbdeals Shopping, Inc.'s changes to that document. Attached hereto as Exhibit C is the First Amendment to Asset Purchase Agreement and Transition Services Agreement executed by kgbdeals Shopping, Inc. Attached hereto as Exhibit D is a redlined version of the First Amendment to Asset Purchase Agreement and Transition Services Agreement executed by kgbdeals Shopping, Inc.

Consolidated Financial Statements demonstrating kgbdeals Shopping, Inc.'s financial ability to consummate the transaction have been provided to the Trustee.

¹ Capitalized terms used herein have the respective meanings ascribed to them in the Bidding Procedures Order [Docket # 131].

This Competing Bid has been served on counsel for the Trustee, counsel for the Buyer, the Office of the United States Trustee, Counsel to the Lender.

Respectfully submitted.

kgbdeals Shopping, Inc.

By its attorneys,

/s/ Stephen F. Gordon
Stephen F. Gordon (BBO No. 203600)
Todd B. Gordon (BBO No. 652482)
The Gordon Law Firm LLP
River Place
57 River Street, Suite 206
Wellesley, MA 02481
Tel: (617) 261-0100
Fax: (617) 261-0789
e-mail: sgordon@gordonfirm.com
tgordon@gordonfirm.com

Dated: May 18, 2018

CERTIFICATE OF SERVICE

I, Stephen F. Gordon, hereby certify that on May 18, 2018, the foregoing **Competing Bid** was served by electronic mail transmission upon:

Counsel for the Trustee:

Harold B. Murphy, Esquire (via ECF as noted below);

Counsel for the Buyer

Douglas Gooding, Esquire (dgooding@choate.com);

U.S. Trustee

John Fitzgerald (via ECF as noted below);

Counsel to the Lender

Daniel Cohn (via ECF as noted below); and

Michael L. Bernstein (michael.bernstein@arnoldporter.com)

and was served by operation of the Court's ECF System on all individuals designated to receive service by ECF:

- Eric K. Bradford Eric.K.Bradford@USDOJ.gov
- Lori Butler butler.lori@pbgc.gov, efile@pbgc.gov

- Christopher M. Candon ccondon@sheehan.com, ntoli@sheehan.com
- J. Mark Chevallier mchevallier@mcsllaw.com
- Daniel C. Cohn dcohn@murthalaw.com, lmulvehill@murthalaw.com
- Christopher M. Condon ccondon@murphyking.com, imccormack@murphyking.com
- Jeanne P. Darcey jdarcey@sandw.com
- Patrick P. Dinardo pdinardo@sandw.com, cbullock@sandw.com;jcarey@sandw.com;nkoslof@sandw.com
- John J. Dussi jdussi@cohnanddussi.com
- John Fitzgerald USTPRegion01.BO.ECF@USDOJ.GOV
- Stephen F. Gordon sgordon@gordonfirm.com, vhaggerty@gordonfirm.com;notices@gordonfirm.com;stephenfgordon@gmail.com
- Todd B. Gordon tgordon@gordonfirm.com, notices@gordonfirm.com;vhaggerty@gordonfirm.com
- Jonathan Horne jhorne@murthalaw.com, lmulvehill@murthalaw.com
- Cameo Kaisler salembier.cameo@pbgc.gov, efile@pbgc.gov
- Giovanni La Terra Bellina jlaterra@orsonandbrusini.com
- James S. LaMontagne jlamontagne@sheehan.com, nhbankruptcy@sheehan.com;ntoli@sheehan.com
- Anthony Leone aleone@murthalaw.com
- Andrew G. Lizotte agl@murphyking.com, bankruptcy@murphyking.com;pas@murphyking.com;ddk@murphyking.com;agl@murphyking.com
- David B. Madoff madoff@mandkllp.com, alston@mandkllp.com
- Scott H. Moskol smoskol@burnslev.com
- Harold B. Murphy mxc@hanify.com, ma33@ecfbis.com;dkonusevska@murphyking.com
- Theodore Orson torson@orsonandbrusini.com
- Steven C. Reingold steven.reingold@saul.com, michele.urann@saul.com
- Anne R. Sills asills@segalroitman.com, tsullivan@segalroitman.com
- William V. Sopp wsopp@burnslev.com, tunrad@burnslev.com
- Heather Sprague Heather.Sprague@usdoj.gov
- Tal Unrad tunrad@burnslev.com, fdovale@burnslev.com
- Charles M. Waters cwaters@sheehan.com

/s/ Stephen F. Gordon
Stephen F. Gordon (BBO No. 203600)